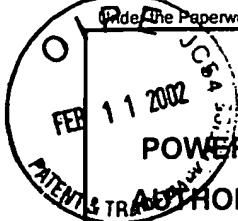


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PTO/SB/81 (02-01)

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**POWER OF ATTORNEY OR
AUTHORIZATION OF AGENT**

Application Number	
Filing Date	
First Named Inventor	Thompson, Mark R.
Title	PEER-TO-PEER CACHING NETWORK
Group Art Unit	
Examiner Name	
Attorney Docket Number	019396-001700US

I hereby appoint:

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as my/our attorney(s) or agent(s) to prosecute the application identified above, and to transact all business in the United States Patent and Trademark Office connected therewith.

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I am the:

Applicant/Inventor.

Assignee of record of the entire interest. See 37 CFR 3.71.

Statement under 37 CFR 3.73(b) is enclosed. (Form PTO/SB/96).

SIGNATURE of Applicant or Assignee of Record

Name

Paul F. Bauer

Signature

Date

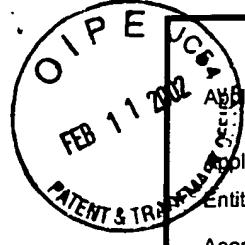
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NOTE: Signatures of all the inventors or assignees of record of the entire interest or their representative(s) are required.
Submit multiple forms if more than one signature is required, see below*.

*Total of 2 forms are submitted.

Burden Hour Statement: This form is estimated to take 3 minutes to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231.

DE 7056332 v1

**STATEMENT UNDER 37 CFR 3.73(b)**Applicant/Patent Owner: Mark R. Thompson, Nathan F. Raciborski

Application No./Patent No.: _____ Filed/Issue Date: _____

Entitled: PEER-TO-PEER CACHING NETWORKAerocast.com, Inc., a corporation

(Name of Assignee) (Type of Assignee, e.g., corporation, partnership, university, government agency, etc.)

states that it is:

- the assignee of the entire right, title, and interest; or
- an assignee of an undivided part interest

in the patent application/patent identified above by virtue of either:

- A. An assignment from the inventor(s) of the patent application/patent identified above. The assignment was recorded in the Patent and Trademark Office at Reel _____. Frame _____. or for which a copy thereof is attached.

OR

- B. A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

1. From: _____ To : _____
The document was recorded in the United States Patent and Trademark Office at
Reel _____, Frame _____, or for which a copy thereof is attached.

2. From: _____ To : _____
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Additional documents in the chain of title are listed on a supplemental sheet.

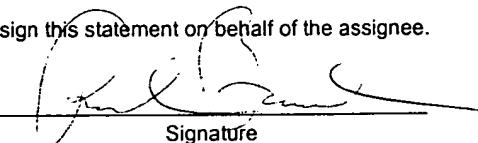
- Copies of assignments or other documents in the chain of title are attached.

[NOTE: A separate copy (i.e., the original assignment document or a true copy of the original document) must be submitted to Assignment Division in accordance with 37 CFR Part 3, if the assignment is to be recorded in the records of the USPTO. See MPEP 302.8]

The undersigned (whose title is supplied below) is empowered to sign this statement on behalf of the assignee.

1/8/02

Date



Signature

Paul F. Bawel

Typed or printed name

Senior IP Counsel

Title

Burden Hour Statement: This form is estimated to take 0.2 hours to complete. Time will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, Washington, DC 20231. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Assistant Commissioner for Patents, Washington, DC 20231.

ASSIGNMENT OF PATENT APPLICATION

JOINT

WHEREAS, Mark R. Thompson of 1130 West Longhorn Drive, Chandler, AZ 85248; Nathan F. Raciborski of 470 Arapaho Drive, Jackson, WY 83002; hereinafter referred to as "Assignors," are the inventors of the invention described and set forth in the below-identified application for United States Letters Patent:

Title of Invention: Peer-To-Peer Caching Network

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Date(s) of execution of Declaration: November 26, 2001

FEB 1 9 2002

Filing Date: ___/___/___

Technology Center 2100

Application No.: ; and

WHEREAS, Aerocast.com, Inc., a corporation of the state of Delaware, located at 101 Tornament Drive, Horsham, PA, 19044, hereinafter referred to as "ASSIGNEE," is desirous of acquiring an interest in the invention and application and in any U.S. Letters Patent and Registrations which may be granted on the same;

For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors have assigned, and by these presents do assign to Assignee all right, title and interest in and to the invention and application and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this Assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

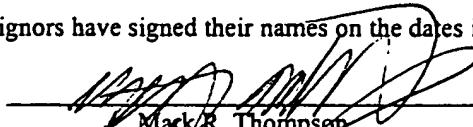
Assignors further agree that they will, without charge to Assignee, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer, and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

Assignors hereby authorize and request Townsend and Townsend and Crew LLP, Two Embarcadero Center, 8th Floor, San Francisco, CA 94111-3834, to insert herein above the application number, Date of execution of Declaration and filing date of said application when known.

Assignment
Attorney Docket No.: 019396-001700US
Page 2

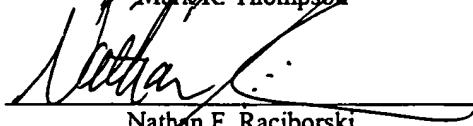
IN TESTIMONY WHEREOF, Assignors have signed their names on the dates indicated.

Dated: 11-26-01



Mark R. Thompson

Dated: 11-26-01



Nathan F. Raciborski

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